

THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF TUCSON, ARIZONA
Legal Action Report of the Special Meeting
of the Board of Directors

August 20, 2015

8:30 A.M.

at the

Arizona Inn - Flandrau House
2200 E. Elm Street
Tucson, Arizona 85719

Present:	Board Members	Marilyn Robinson Gary Bachman Emily Nottingham (left 10:45 a.m.; returned 2:40 p.m.) Judy Clinco Evelia Martinez Larry Lucero Adam Weinstein (arrived at 9:50 a.m.; left at 3:40 p.m.)
	Staff	Charles Lotzar, Lotzar Law Firm, PC Gary Molenda, Business Development Finance Corporation Karen Valdez, Business Development Finance Corporation
	Guests	Clint Mabie, Nonprofit Loan Fund of Tucson and Southern Arizona Kelly Freyer, YWCA Scott Riffle, George K. Baum & Company Swain R. Chapman, Pueblo Parking Systems, LLC Nicole Gavin, City of Tucson Office of Integrated Planning Sally Stang, City of Tucson Housing & Community Development

The Special Meeting of the Board of Directors of The Industrial Development Authority of the City of Tucson, Arizona (the “**Authority**”) was held on **August 20, 2015**, at the Arizona Inn Flandrau House, 2200 E. First Street, Tucson, Arizona. All Authority’s Board Members and the general public were duly notified of the meeting. C. Lotzar had informed the Authority’s Board of Directors that Arizona’s Open Meeting Laws allow for members of the Authority’s Board of Directors and legal counsel to appear and participate in the meeting telephonically so long as all participants in the meeting can hear and be heard.

ITEM	ACTION TAKEN/TO BE TAKEN
1. Call to Order The meeting was called to order by Marilyn Robinson, with a quorum present.	The meeting was called to order at 8:35 a.m.
2. Status report related to the activities of the Authority.	No action taken.
3. Disclosure of relationship by BDFC Advisor Services, LLC and status report related to the activities of the Community Foundation for Southern Arizona (“CFSA”) related to the Nonprofit Loan Fund.	No action taken.
4. Status report related to the activities of the City of Tucson’s Office of Integrated Planning.	No action taken.
5. Status report on the City of Tucson’s Housing & Community Development goals for Fiscal Year 2015-2016.	No action taken.
6. Status report City of Tucson’s Economic Development goals for Fiscal Year 2015-2016.	No action taken.

<p>7. Request for resolution to approve the minutes of the Regular Meeting of June 11, 2015.</p>	<p>A MOTION was made and seconded (G. Bachman / E. Martinez) to approve the Regular Meeting minutes of June 11, 2015 as presented. Approved 6-0.</p>
<p>8. Request for resolution to approve the payment of invoices and the notification of items to be paid on the Authority's behalf by third parties.</p>	<p>A MOTION was made and seconded (A. Weinstein / L. Lucero) to approve payment of invoices as presented. Approved 6-0.</p>
<p>9. Status report related to the Authority's parking lot managers - Pueblo Parking Systems, LLC and request for resolution related to agreement for the Fiscal Year 2015-2016.</p>	<p>A MOTION was made and seconded (J. Clinco / E. Martinez) to approve:</p> <p>1) Amended and Restated Parking Management Agreement for FY15-16;</p> <p>2) FY15-16 budget for Block 175 parking lot as presented;</p> <p>3) FY15-16 Budget A for the Stone/Council parking lot as presented;</p> <p>4) Purchase and installation of a Pay & Display meter at the Stone/Council Parking lot. This is to occur asap.</p> <p>Approved 6-0.</p>
<p>10. Status report related to the Pima Tucson Homebuyer's Solution Program and request for resolution for any action related thereto.</p>	<p>No action taken.</p>
<p>11. Status report related to request for sponsorship of the Council of Development Finance Agencies' Arizona Financing Roundtable, to be held November 17, 2015 in Phoenix, Arizona and request for resolution for any action related thereto.</p>	<p>A MOTION was made and seconded (E. Nottingham / L. Lucero) to approve payment of the registration fee for up to 5 Board Members at the standard rate. Approved 6-0.</p>
<p>12. Status report on the Authority's Fiscal Year 2014 - 2015 Goals & Objectives and accomplishments and request for resolution related to future activities and needs in the form of the Authority's Fiscal Year 2015-2016 Goals & Objectives.</p> <ol style="list-style-type: none"> 1. Develop strategy for Nonprofit Loan Fund ("NPLF") 2. Engage City of Tucson on Down Payment Assistance (HOME funds) 3. Seek opportunities in "poverty corridors" (Grant Road, 12th Avenue, Oracle Road) 4. Affordable Housing 5. Develop role of Board 6. Develop efforts with others to create innovative housing opportunities 7. Marketing/Outreach - develop marketing tools 8. Enhance the Authority's website with "testimonials" and update the project gallery 9. Develop strategy for: for-profit loan fund in participation with Lead community Lenders. 	<p>A MOTION was made and seconded (G. Bachman / E. Martinez) to adopt 9 Goals for FY15-16 as discussed. Approved 6-0.</p>

<p>13. Status Report concerning the Authority’s (a) Affordable Housing Advisory Committee, (b) Economic Development Advisory Committee, (c) Downtown, Neighborhood, & Community Development Advisory Committee, and (d) Investment & Loan Advisory Committee and request for resolution related thereto.</p>	<p>A MOTION was made and seconded (A. Weinstein / J. Clinco) to approve the Advisory Committees as established:</p> <p>(a) Affordable Housing Advisory Committee: E. Martinez, J. Clinco, E. Nottingham</p> <p>(b) Economic Development Advisory Committee: A. Weinstein, E. Nottingham, L. Lucero</p> <p>(c) Downtown, Neighborhood, & Community Development Advisory Committee: A. Weinstein, L. Lucero, G. Bachman</p> <p>(d) Investment & Loan Advisory Committee: E. Martinez, G. Bachman, J. Clinco</p> <p>Approved 6-0.</p>
<p>14. Status Report concerning the Authority’s staffing needs and the various professional services rendered to the Authority by (a) Lotzar Law Firm, P.C. as the Authority’s Legal counsel, (b) BDFC Advisor Services, LLC (“BDFC”) as the Authority’s Advisor, (c) Pueblo Parking Systems, LLC as the Manager of the Authority’s Parking Lots, and request for resolution related thereto. <i>Pursuant to Arizona Revised Statutes Section 38-431.03(A)(1)(4) and/or (5), the Authority may vote to recess and meet in Executive Session for the purpose of discussion or consultation with and to provide direction to the Authority’s legal counsel in connection with this item. Any action taken by the Authority regarding this matter will be taken in open meeting session (either at this meeting or at a later date) after the adjournment of the Executive Session.</i></p>	<p>No action taken.</p>
<p>15. Request for resolution to approve the Authority’s budget for the Fiscal Year 2015-2016.</p>	<p>A MOTION was made and seconded (G. Bachman / L. Lucero) to approve the Authority’s FY15-16 budget as presented. Approved 6-0.</p>
<p>16. Status report on the Authority’s Amended & Restated Articles of Incorporation and Amended & Restated Bylaws, including a review process for electing Officers.</p>	<p>No action taken.</p>
<p>17. Status Report related to the affairs of Dark Mountain Development Corporation and request for resolution related to any actions related thereto.</p>	<p>A MOTION was made and seconded (A. Weinstein / G. Bachman) to adjourn the meeting at 2:45 p.m. Approved 6-0.</p> <p>The meeting was called to order at 2:47 p.m. by M. Robinson with a quorum present.</p>
<p>18. Status Report related to development of the Request for Qualifications/Request for Proposal (“RFQ/RFP”) or other process related to the potential development of Block 174 and/or Block 175 and request for resolution for any actions related</p>	<p>A MOTION was made and seconded (E. Martinez / G. Bachman) to approve the RFP</p>

<p>thereto. Pursuant to Arizona Revised Statutes Section 38-431.03(A)(1)(3) and/or (4), the Board may vote to recess and meet in executive session for the purpose of discussion or consultation with and to provide direction to the Board's legal counsel in connection with this item. Any action taken by the Board regarding this matter will be taken in open meeting session (either at this meeting or at a later date) after the adjournment of the executive session.</p> <p>C. Lotzar stated that Adam Weinstein has declared a conflict and is recusing himself from discussions related to the development of the Block 175 RFQ/RFP or any other process related to the potential development of Block 175 and / or Block 174 and to avoid the appearance of impropriety is leaving the meeting at 3:40 p.m.</p> <p>Evaluation Committee:</p> <p>Marilyn Robinson - Tucson IDA Emily Nottingham - Tucson IDA Larry Lucero - Tucson IDA Wiley Cornell and Thaddeus Pace - Co-Presidents El Presidio Neighborhood Association Nicole Gavin - City of Tucson Office of Integrated Planning Susan Gamble - Executive Committee member and Warehouse Arts Management Organization representative to Downtown Tucson Partnership</p>	<p>Evaluation Committee as appointed. Approved 6-0.</p>
<p>19. President's Report: Brief Summary of current events, including items brought to the President's attention or matters that required handling by the President since the last meeting.</p>	<p>No action taken</p>
<p>20. Call to the audience</p> <p>There was no one in the audience who wished to address the Authority.</p>	<p>No action taken</p>
<p>21. Adjourn</p>	<p>A MOTION was made and seconded (E. Martinez / J. Clinco) to adjourn the meeting at 3:50 p.m. Approved 6-0.</p>

Submitted by:
Karen J. Valdez
Business Development Finance Corporation

Approved by:
Marilyn Robinson, President
The Industrial Development Authority of the
City of Tucson, Arizona